

**MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC**

1700 LINCOLN STREET, SUITE 4550  
DENVER, CO 80203  
(303) 830-0800  
www.MarkusWilliams.com  
TAX ID 84-1292298

August 10, 2016

Invoice No.: 92763

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.002 Restructure/Reorganization

**PROFESSIONAL SERVICES:**

			Hours	
07/01/2016	BTH	Review local rules re continuance of hearing (.2); Email to parties re continuing hearing on Motion to Enforce/Extend Stay and discuss the same with J. Young (.2); Review COS for final orders on first day motions (.1); Review docket and recent entries (.3); Review order on HIPPA Motion and Schedule F (.4); Reconcile Schedule F and Schedule F identifying undisclosed plaintiffs (3.2); Email to J. Tokuoka re revising Schedule F to be filed under seal (.3).	4.70	1,386.50
	BTH	Phone conference with J. Salisbury to discuss open issues.	0.30	88.50
07/05/2016	BTH	Review opposition to Motion to Enforce/Extend Stay and draft motion to continue hearing and proposed order (1.3); Phone conference with A. Sears to discuss representation of Dr. Hansen (.6); Phone conference and emails with J. Young to discuss case status (.5); Review Immediate Order from Court (.1); Review Committee Objection to Motion to Enforce/Extend Stay and revise motion to continue hearing related thereto (.4); Emails re draft motion to continue hearing to parties in interest (.2); Phone conference with J. Smiley and email from E. Birnberg to address motion to continue hearing (.2); Email to M. Long re hearing on Motion to Enforce/Extend Stay (.1); Review various orders entered by Bankruptcy Court (.3).	3.70	1,091.50
	SRR	Correspondence from committee and B. Hunsicker re Krause claims and claims estimation process.	0.50	187.50
	JFY	Review and analyze stay issues.	0.80	316.00
07/06/2016	BTH	Conference call with M. Long and T. Odom to address recent filings in case (.4); Review recent pleadings to address with CEO/CFO (.3); Review information from M. Long re obtaining new insurance coverage and address the same with J. Young (.4); Email to T. Odom re obtaining liquidation expert (.1); Address correspondence from T. Copenhaver (.2); Email from R. Royal re continuance of hearing (.1); Review Order continuing hearing on Motion to Enforce/Extend Stay (.1).	1.60	472.00

			Hours	
	JFY	Review and analyze open issues re liquidation of claims.	0.50	197.50
	JFY	Prepare correspondence to client re status of various issues.	0.50	197.50
07/07/2016	JFY	Review matters re stay issues and continuance of stay.	0.50	197.50
	JFY	Review and analyze acquisition of insurance for hospital.	0.40	158.00
07/08/2016	SRR	Review correspondence with creditor committee; Review claims estimation motion; Conference(s) with J. Young re claims estimation; Conference(s) with J. Salisbury hearing on scope of stay motion.	0.40	150.00
	SRR	Review and revise Motion for 2004 examination and conference(s) with J. Young re same.	0.70	262.50
	BTH	Begin review re post-petition time entries for purposes of coding and future fee application.	1.60	472.00
07/13/2016	BTH	Review Homeland entry of appearance (.1); Begin review of motion for 2004 exam on insurance companies and respond to J. Young re the same (.6).	0.70	206.50
07/14/2016	BTH	Review and revise motion for 2004 exam against insurance companies.	0.90	265.50
	BTH	Review application to employ Committee counsel.	0.20	59.00
	SRR	Review 2004 motion and order and review and revise exhibit to motion (0.7); Review monthly fee report (0.1).	0.80	300.00
07/15/2016	BTH	Email to CEO/CFO re interim monthly billing statement.	0.10	29.50
	SRR	Correspondence with B. Hunsicker and local counsel re 2004 examination (0.2); Review Plan (0.3); Review Personal Injury Trust (0.2).	0.70	262.50
07/16/2016	BTH	Final review and revisions to Rule 2004 Motion and forward to client for approval (.4); Email to T. Copenhaver re concerns with estimation procedures (.1).	0.50	147.50
07/18/2016	BTH	Phone conference with T. Copenhaver re outstanding issues in case (.3).	0.30	88.50
07/19/2016	BTH	Review cash collateral order in detail for budget purposes (.3); Address cash collateral order with T. Woznick (.2); Email to M. Long re current July expenditures (.1); Email to CEO re purchase of tail coverage (.1); Review provider agreement and address the same with J. Young (.8); Email to E. Birnberg re claims bar date (.1); Email from T. Copenhaver re provider contract (.1); Email from USI re options with insurance coverage and review related documents (.4).	2.10	619.50
07/20/2016	BTH	Attend conference call with T. Copenhaver, CEO and CFO to address outstanding matters (1.2); Review budget and determine allowable monthly overages (.3); Follow up discussions with J. Young re outstanding issues in case (.4).	1.90	560.50
	JFY	Conference with client to discuss various open issues re chapter 11 case and strategies to pursue.	2.50	987.50

			Hours	
07/21/2016	SRR	Review revisions to plan (0.2); Conference(s) with J. Young re issues in case (0.1).	0.30	112.50
07/22/2016	BTH	Phone conference with M. Long and T. Odom re insurance-related issues (.2).	0.20	59.00
07/25/2016	BTH	Phone conference with C. Caby re update on status of case (.4).	0.40	118.00
07/26/2016	BTH	Phone and email correspondence with J. Salisbury re obtaining pre-petition litigation files for purposes of removal motion (.5); Email correspondence with J. Young re outstanding issues in case (.3); Email from T. Copenhaver re potential sale of assets (.1); Phone conference with CompHealth re creditor inquiry for post-petition payment of debt (.2).	1.10	324.50
07/27/2016	BTH	Research re jurisdiction of BK Court to hear personal injury claims (.9); Interoffice emails to J. Young and J. Salisbury re status of estimation procedures and stay motion (.3); Review athletic contract with school district and respond accordingly (.4); Email to M. Long re payment of professional fees (.1); Email to J. Burghardt re use of cash for payment of tail coverage, review UMIA notification (.2).	1.90	560.50
	JFY	Correspondence with client re various open issues (.7); Continue to review and analyze various on-going insurance issues (1.2).	1.90	750.50
07/28/2016	BTH	Research re potential financial advisors for future engagement related to sale or valuation expert (.4); Email and phone correspondence with potential financial advisors (1.5); Email to T. Copenhaver re docket sheets for state court litigation and listen to voicemail message re the same (.2).	2.10	619.50
07/29/2016	BTH	Continue research re financial advisors for potential engagement (.3); Phone and email correspondence with potential financial advisors re engagement (1.4); Discuss removal motion with J. Salisbury (.2); Email to J. Young re discussions with potential financial advisors (.2); Review correspondence from J. Burghardt re payment of tail coverage and forward the same to M. Long (.1).	2.20	649.00
<b>TOTAL SERVICES</b>			<b>37.00</b>	<b>11,897.00</b>

**EXPENSES:**

Photocopies	440.40
Online research	1.60
Postage	135.72
Conference calls	26.14
<b>TOTAL EXPENSES Thru 07/31/2016</b>	<b>603.86</b>

**TOTAL THIS INVOICE** 12,500.86

Previous Balance \$43,941.61

**TOTAL OUTSTANDING INVOICES** \$56,442.47

Your trust account balance is

Opening Balance	\$228,501.20
Closing Balance	\$228,501.20

*PAYABLE UPON RECEIPT*

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August 10, 2016

Invoice No.: 92764

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.004 Cash Collateral

**PROFESSIONAL SERVICES:**

			Hours	
07/05/2016	BTH	Review and discuss monthly financial report for use of cash collateral with M. Long and T. Woznick.	1.70	501.50
07/07/2016	JFY	Further documentation of cash collateral issues.	0.40	158.00
07/08/2016	BTH	Review proposed Change in Terms Agreement from Bank and discuss the same with J. Young (.4); Review Cash Collateral Orders for purposes of Change in Terms Agreement (.3); Email and phone correspondence with T. Woznick to address Change in Terms Agreement (.2).	0.90	265.50
07/12/2016	BTH	Review Change In Terms Agreement from Bank and forward the same to client for execution.	0.20	59.00
<b>TOTAL SERVICES</b>			3.20	984.00
<b>TOTAL THIS INVOICE</b>				984.00
Previous Balance				\$442.50
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$1,426.50</u>

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August 10, 2016

Invoice No.: 92765

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.005 Schedules and SOFA

**PROFESSIONAL SERVICES:**

			Hours	
07/13/2016	BTH	Discuss Schedule F to be filed under seal with J. Tokuoka.	0.10	29.50
07/22/2016	JFT	Work on Schedule F with patient info.	3.50	332.50
07/25/2016	JFT	Reconcile Filed Schedule F with Schedule F with Patients.	2.50	237.50
07/26/2016	JFT	Finalize Schedule F with patients; Email to B. Hunsicker with same and questions re same.	3.00	285.00
		<b>TOTAL SERVICES</b>	9.10	884.50
		<b>TOTAL THIS INVOICE</b>		884.50
		Previous Balance		\$24,956.00
		<b>TOTAL OUTSTANDING INVOICES</b>		<u><u>\$25,840.50</u></u>

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August 10, 2016

Invoice No.: 92767

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.007 Required Reports

**PROFESSIONAL SERVICES:**

			Hours	
07/20/2016	BTH	Review proposed Monthly operating report; Email M. Long re suggestions with Monthly operating report; Finalize and file Monthly operating report (1.9).	1.90	560.50
<b>TOTAL SERVICES</b>			1.90	560.50
<b>TOTAL THIS INVOICE</b>				560.50
Previous Balance				\$1,416.00
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$1,976.50</u>

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August 10, 2016

Invoice No.: 92768

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.008 Claims

**PROFESSIONAL SERVICES:**

			Hours	
07/01/2016	JFY	Review and analyze issues re claims estimation process (.5); Communication with committee counsel re claims estimation and allowance issues (.2).	0.70	276.50
	JFY	Review and revise claims estimation issues.	0.50	197.50
07/06/2016	JFY	Conference with committee counsel re claim estimation issues and related issues. (.4)	0.40	158.00
07/07/2016	JFY	Review and analyze open issues re claims estimation matters.	0.40	158.00
07/20/2016	JMS	Conference with B. Hunsicker re Dr. Hansen's potential rejection claim against the estate.	0.30	93.00
<b>TOTAL SERVICES</b>			2.30	883.00
<b>TOTAL THIS INVOICE</b>				883.00
Previous Balance				\$13,042.00
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$13,925.00</u>

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August 10, 2016

Invoice No.: 92769

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.009 Executory Contracts

**PROFESSIONAL SERVICES:**

			Hours	
07/11/2016	BTH	Research re issues with executory contract with Equiscript (.4); Email to K. Nichols (Equiscript) re Debtor's intent with respect to executory contract (.2).	0.60	177.00
		<b>TOTAL SERVICES</b>	0.60	177.00
		<b>TOTAL THIS INVOICE</b>		177.00
		Previous Balance		\$503.00
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$680.00</u>

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August 10, 2016

Invoice No.: 92771

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.012 Tort Litigation

**PROFESSIONAL SERVICES:**

			Hours	
07/01/2016	JMS	Prepare for hearing on extension of automatic stay.	1.60	403.00
07/06/2016	DDA	Telephone conference(s) with J. Salisbury re preparation for telephonic hearing on motion to enforce stay.	0.30	93.00
	JMS	Correspondence and conferences to prepare for hearing on Motion to Extend Automatic Stay.	0.50	155.00
07/26/2016	JMS	Research and preparation for removing tort cases to federal court.	1.20	372.00
		<b>TOTAL SERVICES</b>	3.60	1,023.00
		<b>TOTAL THIS INVOICE</b>		1,023.00
		Previous Balance		\$22,724.50
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$23,747.50</u>

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August 10, 2016

Invoice No.: 92772

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.013 Insurance Issues

**PROFESSIONAL SERVICES:**

			Hours	
07/01/2016	SRR	Dictate memo on liability insurance coverage issues and review and revise memo on policy provision.	2.30	862.50
	SRR	Review letter from Tracey and conference(s) with J. Salisbury and J. Young re same; Telephone conference(s) with B. Hunsicker re claims estimation; Research Wyoming law on liability insurance and bad faith claims.	3.20	1,200.00
07/05/2016	SRR	Work on memo to J. Young on insurance coverage issue.	2.00	750.00
	BTH	Telephone conference with J. Burghardt to discuss position of UMIA.	0.70	206.50
07/06/2016	SRR	Work on memo on insurance coverage issues.	1.10	412.50
07/08/2016	SRR	Work on memo to J. Markus and J. Young on insurance policy coverage issues.	2.30	862.50
07/11/2016	SRR	Research coverage issues on insurance policies; Review and revise memo to J. Markus and J. Young re same.	3.30	1,237.50
07/12/2016	BTH	Review and respond to email from T. Copenhaver re obtaining new insurance.	0.20	59.00
	SRR	Review and revise memo to J. Markus and J. Young; Research issues on coverage issues and incorporate into memo.	7.00	2,625.00
07/13/2016	SRR	Work on Homeland coverage memo.	3.50	1,312.50
07/14/2016	SRR	Work on Homeland memo.	4.00	1,500.00
07/15/2016	SRR	Finish Homeland memo and send to J. Markus, J. Young, and B. Hunsicker.	2.60	975.00
07/18/2016	BTH	Prepare for and attend conference call with USI and Debtor reps (.9).	0.90	265.50
	SRR	Telephone conference(s) with B. Hunsicker and insurance broker; Conference(s) with J. Markus and J. Young re tail coverage for new policies.	1.00	375.00

			Hours	
	SRR	Correspondence with B. Hunsicker and telephone conference(s) with insurance brokers re insurance application (1.1); Start memo on UMIA and outline elements of policy (3.0); Research issues relating to conflicts within insurance policy (0.8).	4.90	1,837.50
07/19/2016	JFY	Review and analyze insurance issues and denial of coverage issues.	0.50	197.50
	SRR	Research liability insurance claims made policies (0.5); Work on UMIA memo (3.1).	3.60	1,350.00
07/20/2016	BTH	Email to T. Perkins re question on tail coverage (.1); Email from S. Rider re tail coverage issues (.1).	0.20	59.00
	JFY	Review ongoing insurance issues and renewal of insurance policies with particular emphasis on the renewal of the malpractice policy.	0.80	316.00
	SRR	Correspondence with insurance brokers on tail premium (0.3); Review UMIA policy on tail coverage and premium amount (0.4); Work on UMIA memo (4.0).	4.70	1,762.50
	JMS	Analysis of UMIA policy and potential coverage thereunder.	0.30	93.00
07/21/2016	JOM	Conference(s) with S. Rider re language of policies pertaining to coverage periods and claims and discussion of strategy.	0.40	118.00
	SRR	Work on UMIA memo and research case law on notice of claim and send memo to J. Markus, J. Young and B. Hunsicker.	3.50	1,312.50
07/22/2016	SRR	Prepare and send bad faith memo to J. Markus, J. Young and B. Hunsicker.	5.00	1,875.00
07/26/2016	SRR	Review Lexington policy and comparison to UMIA and Homeland policies; Research issues on notice of prior acts and effect on litigation.	0.40	150.00
07/27/2016	BTH	Phone conference with J. Burghardt re payment of tail coverage and case status (.4); Phone conference with S. Rider re Rule 2004 Motion (.3); Research re local rules for purposes of 2004 examination and amend motion and related documents accordingly (2.3); Interoffice email correspondence to address Rule 2004 Motion (.3).	3.30	973.50
07/28/2016	BTH	Final review and revisions to Motion for 2004 Exam (Insurance) (.8); Emails to counsel for insurance carriers re consent for Rule 2004 exam (.6); Research re counsel of record for various insurance carriers (.4); Interoffice discussions with S. Rider re notification of proposed 2004 Exam to insurance carriers (.2); Phone conferences with J. Young and J. Burghardt re insurance-related issues (.7).	2.70	796.50
	<b>TOTAL SERVICES</b>		64.40	23,484.50
	<b>TOTAL THIS INVOICE</b>			23,484.50
	Previous Balance			\$7,092.57
	<b>TOTAL OUTSTANDING INVOICES</b>			<u>\$30,577.07</u>

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August 10, 2016

Invoice No.: 92773

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.014 Plan and Disclosure Statement

**PROFESSIONAL SERVICES:**

			Hours	
07/01/2016	JFY	Review and analyze Plan issues and proposals to committee re same (.7).	0.70	276.50
07/06/2016	JFY	Review and analyze issues related to best interests of creditor's test under chapter 11 and revise plan concepts accordingly (.8)	0.80	316.00
07/08/2016	JFY	Review and analyze Plan issues and draft plan.	0.80	316.00
07/11/2016	BTH	Begin reviewing and revising proposed Chapter 11 Plan.	1.50	442.50
07/12/2016	BTH	Finish review and revisions to first draft Chapter 11 Plan (2.4); Begin review and revisions of Glossary for Chapter 11 Plan and Personal Injury Trust Declaration (3.7).	6.10	1,799.50
	JFY	Review and analyze plan issues and claims classification matters (.7); Revise plan accordingly (.5); Review and analyze Rule 2004 issues and discovery against insurance carriers (.8).	2.10	829.50
07/13/2016	BTH	Phone conference with J. Young to address revisions to Plan and Trust Declaration.	1.00	295.00
	JFY	Review and revise Plan to incorporate changes suggested by client (1.8); Review definition issues in the Plan to correspond with changes requested by client (1.0). Conference with B. Hunsicker and client re Plan issues (.9).	3.70	1,461.50
07/14/2016	BTH	Review and revise Chapter 11 Plan, Trust Declaration and Glossary and forward to J. Young.	2.60	767.00
07/15/2016	BTH	Final review and revisions to draft Chapter 11 Plan and related documents and forward to CEO/CFO with summary.	1.70	501.50
	JFY	Review and analyze Plan issues raised by client and make further revisions to Plan to adjust for the same.	1.20	474.00

			Hours	
07/19/2016	JFY	Review and analyze Plan issues to adjust for Hansen claims and treatment of claims.	0.70	276.50
07/20/2016	JFY	Continue to review and revise Plan to adjust for requested changes made by client.	0.80	316.00
07/21/2016	JFY	Review and revise Plan to make changes re treatment of certain classes and make further requested changes by client.	1.50	592.50
07/25/2016	JFY	Conference with Committee counsel re Plan issues and liquidation of personal injury claim issues (.4); Review and revise Plan and make final changes to Plan before sending to Committee counsel (1.2).	1.60	632.00
	SRR	Review plan and research issues of assignment of bad faith claim.	1.30	487.50
07/26/2016	JFY	Make final revisions to Plan and forward to Committee counsel.	0.70	276.50
07/27/2016	JFY	Review and analyze confirmation issues and timing of filing of Plan based on discussions with Committee counsel.	0.70	276.50
<b>TOTAL SERVICES</b>			<u>29.50</u>	<u>10,336.50</u>
<b>TOTAL THIS INVOICE</b>				10,336.50
Previous Balance				\$6,636.00
<b>TOTAL OUTSTANDING INVOICES</b>				<u><u>\$16,972.50</u></u>

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August 10, 2016

Invoice No.: 92774

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.015 Employment and Fee Applications

**PROFESSIONAL SERVICES:**

			Hours	
07/11/2016	BTH	Continue review of time entries to ensure proper coding, etc., for purposes of interim fee application (1.6); Review order approving interim compensation procedures (.1); Create summary of all billing matters and review US Trustee Guidelines addressing the same (.6).	2.30	678.50
07/13/2016	BTH	Additional review of all time entries and billing codes for purposes of completing interim billing statement.	1.90	560.50
07/14/2016	BTH	Review and revise summary for purposes of interim monthly billing statement (.8); Review Order approving monthly interim billing statements and conform summary and cover letter related thereto (2.3).	3.10	914.50
<b>TOTAL SERVICES</b>			7.30	2,153.50
<b>TOTAL THIS INVOICE</b>				2,153.50
Previous Balance				\$1,969.00
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$4,122.50</u>

*PAYABLE UPON RECEIPT*